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**From:** Kim Johnson <kim.johnson@acninc.com>  
**Sent:** Thursday, May 28, 2009 9:50 AM  
**To:** Mike Cupisz; Tony Cupisz  
**Subject:** Doc's for Board Meeting  
**Attachments:** Board Agenda-May 2009.doc; Board MinutesJan2009.doc; Proposed addition to ACN GH August 8 BoD Minutes.doc; BoDMinutesSpclMtgSept2008ProjectTroy.doc; April 2009 Financials - Board.xls; 2009 3+9 PL.xls

Here are the documents for the board call.

Kim

**Board of Directors Meeting Agenda  
May 28, 2009  
Concord, North Carolina**

1. Approval of Prior Meeting Minutes
  - a. January 8, 2009
  - b. Amendment to August 8, 2009
  - c. Minutes of Special Meeting - September 4, 2008
2. Ratification of Past Actions
3. April Financials
4. 2009 3+9 Forecast
  - a. P&L
  - b. Balance Sheet & Cash Flow
5. Other



**Attachment 1a**  
**The Board of Directors**

**MINUTES  
OF A  
MEETING OF  
THE BOARD OF DIRECTORS  
OF  
ACN GLOBAL HOLDINGS, INC.  
A Delaware Corporation**

A scheduled meeting of the Board of Directors of ACN GLOBAL HOLDINGS, INC., a Delaware corporation, was held at the Company's headquarters in Concord, North Carolina on January 8, 2009. Notice of the meeting was duly sent.

Robert Stevanovski presided over the meeting as Chairman. The following directors were present in person, and constituted a quorum for the conducting of business:

Robert Stevanovski  
Gregory Provenzano  
Dave Stevanovski  
Charles Barker  
Anthony J. Cassara  
John W. Barnett

Tony Cupisz was absent from the meeting. Also present at the Board's invitation were Mike Cupisz, and Kim Johnson, as well as Rich Boughrum and Colleen Jones, in their capacities as Treasurer and Secretary, respectively. The meeting was called to order by the Chairman.

The purpose of the meeting was to review and discuss the following agenda items:

1. Review of August 6, 2008 Annual Meeting Minutes;
2. Ratification of Certain Past Actions;
3. 2009 Plan Review
4. Video Phone Inventory Strategy
5. 2009 Cash Bonus Plan Discussion; and
6. Other Business.

**Approval of Minutes from August 6, 2008 Meeting of the Board of Directors**

The Board discussed the draft set of Minutes from its August 6, 2008 Annual Meeting of the Board of Directors of ACN Global Holdings, Inc. that had been circulated for review. The Board desired to amend the August 6, 2008 minutes to certain portions of the board's discussion, and directed that the minutes reflect those changes. Thereafter, upon motion duly made and seconded, it was:

**RESOLVED:** That the Minutes of the August 6, 2008 Annual Meeting of the Directors of ACN Global Holdings, Inc. are unanimously

**Attachment 1a**

approved, with the changes as directed. The Secretary is directed to maintain a copy of these Minutes in the Company's Minute Books.

**Ratification of Past Actions**

Colleen Jones presented to the Board a number of actions that had been taken based on either phone or e-mail approval by the Directors at the time that still required formal approval. She gave a brief discussion of each item in turn, and the following resolutions were upon motion made and duly seconded, unanimously approved:

**RESOLVED:** The Board ratifies the placement by the Company of its order for 30,000 videophone units on October 3, 2008 (#53794), and 30,000 videophone units on October 29, 2008 (#53849) from its manufacturer, UMEC, pursuant to the master supply agreement with UMEC, in the aggregate amount of \$9,610,800 million.

**RESOLVED:** The Board ratifies the Company's entering into that certain Task Agreement, and related agreements, dated September 11, 2008 with Reilly Worldwide, in the aggregate amount of \$2.1 million, in connection with the Company's participation in an episode of 'The Celebrity Apprentice' produced by Donald Trump.

**Financial Review**

Rich Boughrum reviewed current November monthly results for the board.

Robert Lennon presented ACN Europe's 2008 anticipated results and 2009 plan. The board discussed additional resources needed to handle the planned VoIP launch.

Chip Barker and Tony Cassara spoke to ACN Australia's 2008 anticipated results and 2009 plan.

Dave Stevanovski presented ACN North America's 2008 anticipated results and 2009 plan, with some specific discussion on ACN Canada. Dave noted that North America's first focus was readiness for the Company's appearance on The Celebrity Apprentice, and following that, would be on improving operations. The board discussed the North America Agency unit's anticipated results and plan, and suggested some ideas for additional sales of existing inventory of non-current model videophones.

Finally, Rich Boughrum presented the Company's consolidated anticipated results and 2009 plan, including its balance sheet, cash flow and operating plan. The board recommended that a certain level of contingency be built into the Company's 2009 plan. Rich reviewed for the board the Company's current level of covenant compliance and discussions with the bank regarding the same; Rich advised that meetings were ongoing but that the bank had not yet determined the method by which it wished to handle the Company's issue.

**Attachment 1a**

**Videophone Inventory Strategy**

Chip presented the Company's proposed strategy on inventory purchase and maintenance based on the manufacturer's current capabilities and cash needs. The board recommended that additional phones be purchased to enable the Company to respond to additional demand anticipated to be generated by The Celebrity Apprentice episode's airing in March, 2009.

**2009 Cash Bonus Plan**

Chip presented a newly revised proposed 2009 Cash Bonus Plan for company-wide employees. Key differences from the Company's past cash bonus plans included that the traditional 'threshold' level of participation has been eliminated, and that there is no longer a 'corporate gate' threshold to be met company-wide before any unit is eligible. The board directed that Chip continue to work with the Compensation Committee and circulate a final document shortly.

**There being no further business to come before the Board, upon motion made, duly seconded, and unanimously carried, the meeting was adjourned.**

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Colleen Jones, Secretary



Attachment 1b

Proposed addition to ACN GH August 8, 2008 Board Meeting Minutes:

Current:

**"6+6 Review**

Rich Boughrum presented the 6+6 plan and the targets contained in it. The Board discussed the plan and various components of it."

Proposed:

**"6+6 Review**

Rich Boughrum presented the 6+6 plan and the targets contained in it. The Board discussed the plan and various components of it. The Board agreed that SG&A costs were too high, and directed that the Company freeze expenses immediately, have the unit COO's cut out an appropriate percentage from each of their units, including headcount, and that until the Board sees actual revenue on an upward trend again, only minimal necessary spending should be made. The Board's direction was that management put a plan together immediately with the guiding principle that costs as a percentage of revenue must meet the targets discussed, and present it to the Board for approval within the next thirty (30) days or so."



**MINUTES  
OF A  
SPECIAL MEETING OF  
THE BOARD OF DIRECTORS  
OF  
ACN GLOBAL HOLDINGS, INC.  
A Delaware Corporation**

A specially scheduled meeting of the Board of Directors of ACN GLOBAL HOLDINGS, INC., a Delaware corporation, was held at the ACN offices located at 13620 Reese Blvd., Suite 400, Huntersville, NC 28078, at 2:00 p.m. on the 4th day of September 2008. Notice of the meeting was duly sent.

Robert Stevanovski presided over the meeting as Chairman. The following directors were present in person or by telephone, and constituted a quorum for the conducting of business:

Robert Stevanovski  
Gregory Provenzano  
Dave Stevanovski  
Charles Barker  
Anthony J. Cassara

Not in attendance were Anthony Cupisz and John Barnett. Also present was Tom Ulry. The meeting was called to order by the Chairman.

The purpose of the meeting was to review and discuss the plan, known as "Project Troy", that the Board had directed management to prepare and present at the Board's August 8, 2008 meeting. Tom Ulry, who had been tasked as the executive project manager for all of the various input on Project Troy from the local business units, spoke to the Board about the various efforts undertaken. Tom presented the attached Overall Summary document, as well as several more precise documents, containing the names and nature of the exact items to be eliminated or reduced in order to achieve the Board's mandate of keeping costs, as a percentage of revenue, constant across the entire ACN operation. The Board asked many questions about the details of specific reduction items listed, and discussed the plan fully. Summary cost reductions totaled \$1.1M per month and employee reductions affected over 100 people. Severance costs for the project are estimated at \$2.5M. After the conclusion of such discussion, it was

**RESOLVED:** That "Project Troy", in the form of the operating reductions and eliminations that were presented to the Board in the attached Overall Summary and detail be unanimously approved, and be it further

**RESOLVED:** That the officers of the company are hereby directed to implement the operating

Attachment 1c

reductions and eliminations called for in Project Troy, immediately, and they are hereby authorized to take all necessary and desirable action to do so.

**There being no further business to come before the Board, upon motion made by Robert Stevanovski, seconded by Chip Barker and unanimously carried, the meeting was adjourned at 2:30pm.**

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Chip Barker, acting as Secretary for the meeting



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